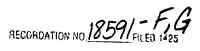
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MILERSTATE COMMISSION COMMISSION

OF COUNSEL

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266 Fax (202) 393-2156

September 2, 1994

ELIAS C. ALVORD (1942)

ELLSWORTH C. ALVORD (1964)

Mr. Vernon A. Williams Acting Secretary Interstate Commerce Commission Washington, DC 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Leases and a Memorandum of Assignment of Leases, both dated as of September 1, 1994, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease and the Memorandum of Assignment of Lease, dated as of December 17, 1993, which were duly filed with the Commission under Recordation Numbers 18591 and 18591-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor: ACF Industries, Incorporated

3301 Rider Trail South Earth City, Missouri 63045

Lessee: Occidental Chemical Corporation

PO Box 809050 Dallas, Texas 75380

Assignee: BA Leasing & Capital Corporation

Four Embarcadero Center, Suite 1200 San Francisco, California 94111 Mr. Vernon A. Williams September 2, 1994 Page 2

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg Enclosures



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INCENTIALE CONTRACT COMMENCES

## MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission pursuant to Section 11303, Title 49, United States Code on , at , Recordation No.

9/1/94; 11:48am 24950/1760/48492.1 Memorandum dated as of September 1, 1994 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

## WITNESSETH:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES INCORPORATED

Bv:

Name: Robert J. Mitchell

Title: Treasurer

[MEMORANDUM OF LEASES]

9/1/94; 11:48am 24950/1760/48492.1 STATE OF NEW YORK )

COUNTY OF NEW YORK )

On this 1st day of September, 1994, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation on this 1st day of September, 1994, and he acknowledged that the execution of the said instrument was his free act and deed.

Pelise Blemuss.

My commission expires:

ALICE BLUMBERG Notary Public, State of New York No. 01BL5026266 Qualified in New York County Commission Expires April 18, 1996

## EQUIPMENT

	CAR SERVICE	IDENTIFYING	NUMB	NUMBER	AAR
LESSEE NAME	CONTRACT NO.	(BOTH INCLU	JSIVE)	OF CARS	DESIGNATION
OCCIDENTAL CHEMICAL CORP	48860052	ACFX	19425	1	T564
OCCIDENTAL CHEMICAL CORP	48860058	ACFX	89878	7	T105
OCCIDENTAL CHEMICAL CORP	48860058	ACFX	89882		T105
OCCIDENTAL CHEMICAL CORP	48860058	ACFX	89884		T105
OCCIDENTAL CHEMICAL CORP	48860058	ACFX	89885		T105
OCCIDENTAL CHEMICAL CORP	48860058	ACFX	89886		T105
OCCIDENTAL CHEMICAL CORP	48860058	ACFX	89888		T105
OCCIDENTAL CHEMICAL CORP	48860058	ACFX	89890		T105